PARAMESHWAR G. BHAT
B.Com., LLB, ML, MBA, ACS
Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014]

To
Mr. V Ranganathan
Chairman of the Extra Ordinary General Meeting
Cerebra Integrated Technologies Limited
S5, Off 3rd Cross, Peenya Industrial Area
Peenya 1st Stage
Bangalore-560 058

Dear Sir,

I, Parameshwar G Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the Extra Ordinary General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Form at the Extra Ordinary General Meeting venue for the resolutions proposed in the notice of Extra Ordinary General Meeting of the Members of the Company held on 28th April, 2017. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the Extra Ordinary General Meeting of the Company, based on the Report provided by Karvy Computershare Private Limited (Karvy) the agency engaged by the Company to provide e-voting facility for voting through electronic means.

Parameshwar G.Bhat ✡ Company Secretary
FCS - 8860
CP - 11004
✡ Bangalore ✡

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for Four days from 24th April, 2017 (9.00 A.M. IST) till 27th April, 2017 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 21st April, 2017 were entitled to vote on the Resolutions proposed in the Notice calling the Extra Ordinary General Meeting.

The Ballot register was prepared to record equity shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client ID of the shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Forms which are invalid.

The Ballot Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA) Karvy.

At the end of the voting period on 27th April, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 28th April, 2017, in presence of Mr. Ravi Bhat and Ms. Muktha R who acted as witnesses as prescribed under Sub-Rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia,* the list of the members, who voted "for" or "against" on each of the Resolution that were put to vote, were derived from the Ballot Forms as received and the report generated from the e-voting website of Karvy and based on such reports,

a. 65 Members (number of members was taken on folios wise) have cast their votes through remote e-voting.
a. 12 Members (number of members was taken on folios wise) have cast their votes through Ballot Form at Extra Ordinary General Meeting.

The brief analysis of the results of the voting through e-voting and Ballot Form are as under:

Parameshwar G.Bhat ✿ Company Secretary ✿ Bangalore ✿
FCS - 8860
CP - 11004

SPECIAL BUSINESS:

Item No. 1: Increasing the Authorized Share Capital of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Physical voting at EGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	65	44651597	12	567947	77	45219544	100.00
Dissent	0	0	0	0	0	0	0
Total	65	44651597	12	567947	77	45219544	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No. 2: Alteration of the Memorandum of Association of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Physical voting at EGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	65	44651597	12	567947	77	45219544	100.00
Dissent	0	0	0	0	0	0	0
Total	65	44651597	12	567947	77	45219544	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

Parameshwar G.Bhat ✡ Company Secretary ✡ Bangalore ✡
FCS - 8860
CP - 11004

Item No. 3: Further issue of Equity Shares on preferential basis:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Physical voting at EGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	65	44651597	12	567947	77	45219544	100.00
Dissent	0	0	0	0	0	0	0
Total	65	44651597	12	567947	77	45219544	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No. 4: Issue of Warrants to Promoters on preferential basis:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Physical voting at EGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	60	37368378	12	567947	72	37936325	100.00
Dissent	0	0	0	0	0	0	0
Total	60	37368378	12	567947	72	37936325	100.00
Abstained/ Invalid	5	7283219	0	0	5	7283219	NA

Note: The votes cast by the Promoters and Promoters group are not taken in to consideration and is treated as invalid for the above Resolution as the Warrants were issued on preferential basis to the Promoters.

Parameshwar G.Bhat Company Secretary
FCS - 8860
CP - 11004
Bangalore

Based on the foregoing, the resolution numbers from 01 to 04 may be deemed to have been passed unanimously.

All the relevant records relating to e-voting and Ballot Forms are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely

Parameshwar G.Bhat Company Secretary
FCS - 8860
CP - 11004
Bangalore

Parameshwar G Bhat
Practising Company Secretary
Membership No: FCS 8860
CP No: 11004

Date: 28th April, 2017
Place: Bangalore

Witnesses:

1. Mr. Ravi Bhat

2. Ms. Muktha R